



COSCO International Holdings Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 0517)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of COSCO International Holdings Limited (the "Company") will be held at 10:00 a.m. on 8th December 2005 at 47th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions:

ORDINARY RESOLUTIONS

1. "THAT the YT Supplemental Agreement and the proposed YT Revised Caps, each as defined and described in the circular of the Company dated 17th November, 2005 (the "Circular"), a copy of the YT Supplemental Agreement marked "A" together with a copy of the Circular marked "B" being tabled before the meeting and initialled by the chairman of the meeting for identification purpose, be and are hereby approved, ratified and confirmed and any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the YT Supplemental Agreement."
2. "THAT the ST Supplemental Agreement and the proposed ST Revised Caps, as defined and described in the Circular, a copy of the ST Supplemental Agreement marked "C" being tabled before the meeting and initialled by the chairman of the meeting for identification purpose, be and are hereby approved, ratified and confirmed and any one director of the Company be and is hereby authorised for and on behalf of the Company to execute all such other documents and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated under the ST Supplemental Agreement."

By Order of the Board
COSCO International Holdings Limited
Chiu Shui Suet
Company Secretary

Hong Kong, 17th November 2005

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head Office and Principal Place of Business:
47th Floor, COSCO Tower
183 Queen's Road Central
Hong Kong

Notes:

1. The ordinary resolutions to be considered at the meeting will be decided by poll. On voting by poll, each member shall have one vote for each share held in the Company.
2. A member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.
3. A form of proxy for use at the special general meeting is enclosed with the Circular.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
5. To be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof must be lodged at the branch share registrar of the Company in Hong Kong, Abacus Share Registrars Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjourned meeting thereof (as the case maybe) and in default thereof the proxy form and such power or authority shall not be treated as valid.
6. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
8. As at the date hereof, the board of directors of the Company comprises fourteen directors of which Mr. Wei Jiafu (Chairman), Mr. Liu Guoyuan (Vice-chairman), Mr. Li Jianhong, Mr. Zhou Liancheng, Mr. Liu Hanbo (Managing Director), Mr. He Jiale, Mr. Guo Huawei, Mr. Chen Pisen, Mr. Meng Qinghui, Mr. Zhao Kaiji and Mr. Lin Libing are executive directors; and Mr. Chan Cheong Foon, Andrew, Mr. Kwong Che Keung, Gordon and Mr. Tsui Yiu Wa, Alec are independent non-executive directors.